

3-1-7 Amendments to articles of incorporation.

- (1) An association may amend its articles of incorporation by the affirmative vote of a majority of the members voting at:
 - (a) a regular meeting; or
 - (b) a special meeting called for that purpose.
- (2) Written notice of the proposed amendment and of the time and place of the meeting shall be provided to the members of the association by any one of the following procedures:
 - (a) by mail at the last-known address at least 10 days prior to the meeting;
 - (b) by personal delivery at least 10 days prior to the meeting; or
 - (c) by publication not less than 10 days or more than 60 days prior to the meeting:
 - (i) in a periodical published by or for the association, to which substantially all of its members are subscribers or;
 - (ii) in a newspaper or newspapers whose combined circulation is general in the territory in which the association operates; and
 - (iii) as required in Section 45-1-101.
- (3) In addition to one of the means set forth in Subsection (2), the association may give notice by any method established pursuant to the articles of incorporation or bylaws of the association.
- (4) The bylaws may require that the notice period be longer than 10 days.
- (5) An amendment affecting the preferential rights of any outstanding preferred stock may not be adopted until the written consent of the holders of a majority of the outstanding preference shares has been obtained.
- (6) After an amendment has been adopted, articles of amendment shall be:
 - (a) prepared, in duplicate, setting forth the amendment and the fact of the adoption;
 - (b) signed and acknowledged by the president, chair, vice president, or vice chair and by the secretary or treasurer; and
 - (c) filed in the same manner as the original articles of incorporation.

Amended by Chapter 388, 2009 General Session